UPENDRA SHUKLA
B. Com., F. C. S.
Company Secretary

504, Navkar,
Nandapatkar Road,
Vile Parle East, Mumbai - 400 057.
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Ms. Nishi Vasudeva,
Chairman & Managing Director
Hindustan Petroleum Corporation Limited
17, J. Tata Road,
Churchgate,
Mumbai – 400 020

Respected Madam,

Sub: Combined Report on e-voting and voting by Poll conducted at the 62nd Annual General Meeting of Hindustan Petroleum Corporation Ltd.

1) As per the provisions of Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to cast their votes electronically on all the resolutions proposed in the Notice of the 62nd Annual General Meeting.

2) In line with the provisions of the Companies Act, 2013 and in term of the clarifications issued by MCA, voting by show of hands is not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 62nd Annual General Meeting of the Company, voting was announced by the Chairman and was conducted by means of poll.

3) I, Upendra C. Shukla, Practising Company Secretary, was appointed as the Scrutinizer by the Company to scrutinize the electronic voting process. I along with Mr. Bankim Purohit was appointed as scrutinizer to scrutinize the voting by means of Poll at the 62nd Annual General Meeting (AGM). The said appointment was for ascertaining the requisite majority on e-voting as also on Poll carried out for the resolutions proposed to be passed at the 62nd AGM of the Shareholders of the Company, held on Friday, the 5th September, 2014.

4) Link Intime India Pvt. Ltd., the Registrar and Share Transfer Agents of the Company, provided all the requisite data of shareholders eligible for voting.

5) Our responsibility as a scrutinizers for voting on Poll, is also to make a Combined Report on the votes cast 'in favour' or 'against' the resolutions placed before the 62nd AGM of the Corporation.



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6) Based on the reports generated from the e-voting system provided by the NSDL and also votes cast on poll, we submit the consolidated results of the e-voting and the Poll as under:

Resolution No. 1: Ordinary Resolution: To receive, consider and adopt the audited financial statements for the financial year ended 31st March, 2014 and Reports of the Board of the Directors and Auditors thereon.

	In favour of the Resolution			Against the Resolution			Not voted	
	No. of Ballot received	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
E-voting	259	254347277	99.94	3	144426	0.06	2	277
Poll	101	924963	99.97	5	268	0.03	5	479
Combined	360	255272240	99.94	8	144694	0.06	7	756

Resolution No. 2: Ordinary Resolution: To declare Equity Dividend for the financial year 2013-14.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot received	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
E-voting	259	254491604	99.99	3	102	Negligible	2	274
Poll	104	925071	99.98	2	160	0.02	5	479
Combined	363	255416675	99.99	5	262	0.01	7	753

Resolution No. 3: Ordinary Resolution: To appoint a Director in place of Dr. Subhash Chandra Khuntia (DIN 05344972), who retires by rotation and is eligible for re-appointment.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot received	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares /votes
E-voting	186	234932630	92.32	75	19551373	7.68	3	7977
Poll	94	614639	66.43	12	310592	33.57	5	479
Combined	280	235547269	92.22	87	19861965	7.78	8	8456

UPENDRA C. SHUKLA F.C.S.-2727 C.P.-1654 MUMBAI COMPANY SECRETARY

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Resolution No. 4: Ordinary Resolution: To appoint a Director in place of Mr. Pushp Kumar Joshi (DIN 05323634), who retires by rotation and is eligible for re-appointment.

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot received	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
E-voting	205	241124135	94.75	57	13367568	5.25	2	277
Poll	94	614639	66.43	12	310592	33.57	5	479
Combined	299	241738774	94.64	69	13678160	5.36	7	756

Resolution No. 5: Ordinary Resolution: To ratify and approve the remuneration of Rs.2,95,000/- with applicable service tax plus reimbursement of out of pocket expenses at actual plus service tax, payable to M/s. R. Nanabhoy & Co. and Mr. Rohit J. Vora, Cost Auditors :

	In favour of the Resolution			Against the Resolution			Not Voted	
	No. of Ballot received	No. of votes cast	% of votes cast	No. of Share-holder	No. of votes cast	% of votes cast	No. of share-holders	No. of shares/ votes
E-voting	248	254490909	99.99	14	794	Negligible	2	277
Poll	101	902797	97.58	5	22434	2.42	5	479
Combined	349	255393706	99.99	19	23228	0.01	7	756

7) Out of the total of 117 ballot papers, 11 ballot papers were found invalid.

8) A Compact Disc (CD) containing a list of Equity Shareholders, who voted 'For', 'Against' thru E – Voting and those whose votes were declared invalid for each resolution and data of polling is kept ready for handing over to the Company Secretary, HPCL.

9) Poll papers and all other relevant records were sealed and are kept ready for handing over to the Company Secretary, HPCL.

Thanking you,

Yours faithfully,



(BANKIM PUROHIT)
ACS:21865

(U.C. SHUKLA)
COMPANY SECRETARY
FCS: 2727/CP: 1654
DP ID Client ID No. -
IN301151-12100084

Date: 05/09/2014
Place: Mumbai